



Austin Transit Partnership Board of Directors Resolution
Meeting Date: 6/6/2023
ATP-2023-014
Approval of Project Connect Community Advisory Committee
Bylaws Revisions Related to Expired Terms

Subject: Approval of a resolution approving amendments to the Project Connect Community Advisory Committee’s (CAC) Bylaws to allow a member of the CAC to continue to serve after the expiration of the member’s term for up to six months if a replacement has not been appointed.

Fiscal Impact:

Responsible Department: Legal.

Executive Summary: The Project Connect Community Advisory Committee (“CAC”) was jointly established by the Austin City Council (Resolution No. 20201218-004) and CapMetro Board of Directors (Resolution No. AI-2020-1402) in December 2020 to assist the Austin Transit Partnership (ATP) Board, City Council, and CapMetro Board in “engaging the community and advising on anti-displacement and equity matters related to Project Connect as well as to assist the community and the City Council in the creation and evaluation of neighborhood-level anti-displacement strategies and priorities, and the identification of key performance indicators related to equity and displacement and triggers thereof.” The Project Connect CAC includes 13 members consisting of relevant CapMetro Advisory Committees, City of Austin Boards and Commissions, and six members appointed jointly by the Austin City Council and CapMetro Board. The initial members of the CAC were appointed by the City Council and CapMetro Board in February 2021 for two-year terms. The CAC has provided invaluable benefit to the Project Connect program through their engagement on key project decisions and program direction. The governing documents related to the CAC did not include a holdover provision to extend the terms of members in the event that new members had not yet been identified, and additional time is necessary to complete the required application process. This resolution allows for the amendment of the CAC Bylaws to provide for the holdover of existing members for a period not to exceed six months in order to allow for the appointment of new members or consideration of reappointment of existing members as needed.



RESOLUTION OF THE AUSTIN TRANSIT PARTNERSHIP

BOARD OF DIRECTORS

STATE OF TEXAS
COUNTY OF TRAVIS

Resolution ID: ATP-2023-014

***Approval of Project Connect Community
Advisory Committee Bylaws Revisions
Related to Expired Terms***

WHEREAS, the Project Connect Community Advisory Committee (“CAC”) was jointly established by the Austin City Council (Resolution No. 20201218-004) and Capital Metro Board of Directors (Resolution No. AI-2020-1402) in December 2020 to assist the Austin Transit Partnership (“ATP”) Board, City Council, and Capital Metro Board in “engaging the community and advising on anti-displacement and equity matters related to Project Connect as well as to assist the community and the City Council in the creation and evaluation of neighborhood-level anti-displacement strategies and priorities, and the identification of key performance indicators related to equity and displacement and triggers thereof;” and

WHEREAS, the Project Connect CAC includes 13 members consisting of relevant CapMetro Advisory Committees, City of Austin Boards and Commissions, and six members appointed jointly by the Austin City Council and CapMetro Board; and

WHEREAS, the initial members of the CAC were appointed by the City Council and CapMetro Board in February 2021 for two-year terms; and,

WHEREAS, the CAC has provided invaluable benefit to the Project Connect program through their engagement on key project decisions and program direction; and

WHEREAS, the governing documents related to the CAC did not include a holdover provision to extend the terms of members in the event that new members had not yet been identified, and additional time is necessary to complete the required application process;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of ATP that that the Bylaws of the CAC are hereby amended as attached, Exhibit A, to provide for the holdover of existing members for a period not to exceed six months in order to allow for the appointment of new members or consideration of reappointment of existing members as needed.

DocuSigned by:

Brandon Carr

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Brandon Carr
Secretary of the Board

6/13/2023

Date

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4 **BYLAWS OF THE**
5 **Project Connect Community Advisory Committee**
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8 **ARTICLE 1. NAME.**
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10 The name of the board is Project Connect Community Advisory Committee
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12 **ARTICLE 2. PURPOSE AND DUTIES.**
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14 The purpose of the Project Connect Community Advisory Committee, referred to hereinafter as CAC, is
15 to assist the Austin City Council (City Council), Capital Metropolitan Transportation Authority (Capital
16 Metro) Board, and Austin Transit Partnership (ATP Board) in engaging the community and advising on
17 anti-displacement and equity matters related to Project Connect, in its entirety, as well as to assist the
18 community and the City Council in the creation and evaluation of neighborhood-level anti-displacement
19 strategies and priorities and the identification of Key Performance Indicators related to equity and
20 displacement and triggers thereof, leveraging the Project Connect Equity Tool.

21 The recommendations made by the CAC related to displacement mitigation measures or social
22 equity issues that impact historically underserved populations must be considered at a public meeting of
23 the ATP Board, City Council, or the Capital Metro Board, as appropriate, in accordance with the
24 recommendations made.

25 As provided in the City Contract with the Voters (Res. No. 20200812-015), the City shall “create
26 with the community, neighborhood-level prevention and mitigation strategies” and shall make
27 “recommendations for funding proposals and implementation of identified strategies.” Further, ATP
28 shall provide funding and “enter into interlocal agreements and/or grant agreements with the City to
29 timely develop and implement anti-displacement strategies.” The CAC will provide support in the
30 creation and implementation of these strategies.

31 As provided in the Joint Powers Agreement, the CAC shall also review Project Connect business
32 impact mitigation strategies and public involvement plans prior to their approval.
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34 **ARTICLE 3. MEMBERSHIP**
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36 (A) CAC shall be composed of an odd number, **at least eleven members**, plus an ex-officio member, appointed
37 by the City Council and Capital Metro Board. Eight or more community members will be selected through a
38 nomination process and jointly appointed by the City and Capital Metro; five members will be appointed
39 from within the following five existing advisory groups (one member each):
40

- 41 ○ City of Austin Urban Transportation Commission
- 42 ○ City of Austin Mayor’s Committee for People with Disabilities
- 43 ○ City of Austin Community Development Commission
- 44 ○ Capital Metro’s Customer Satisfaction Advisory Committee
- 45 ○ Capital Metro’s Access Advisory Committee

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47 (B) The CAC member applicants shall:

- 48 • be residents of either the City of Austin or Capital Metro’s service area;

- have interests and experience that will assist the CAC in developing recommendations on community engagement and equity matters related to Project Connect;
- not be a person who is registered or required to register as a lobbyist under City Code Chapter 4-8 or who is employed by a person registered or required to register under City Code Chapter 4-8;
- not be an employee of the City of Austin, Capital Metro, or ATP; and
- not have a contract for real property, goods or services with the City of Austin, Capital Metro, or ATP, or be employed by such a contractor.

(C) CAC members serve for a term of two years beginning July 1st on the year of appointment. In the event of a vacancy or vacancies in the CAC, the remaining members may nominate an individual or individuals to be considered by the Nominating Committee as part of the Nominating Committee's process to fill the vacancy. The vacancy will be filled in the same manner and with similar requirements as the initial committee members, with approval required by the City Council and Capital Metro. The term of a member appointed to fill an unexpired term shall expire on the expiration date of the term of the member being filled. CAC members remain appointed members after their two-year term has expired until the earlier of: 1) their replacement is appointed; 2) the CAC member indicates in writing to the Chair that they do not want to remain appointed; 3) the CAC member is reappointed to a new term; or 4) 180 days has passed.

(D) An individual CAC member may not act in an official capacity except through the action of CAC.

(E) A CAC member who is absent for three consecutive regular meetings or one-third of all regular meetings in a “rolling” twelve-month timeframe automatically vacates the member’s positions subject to the holdover provisions in Section 2-1-27 of the City Code; however, at the discretion of CAC, extenuating circumstances on a case-by-case basis, may be considered. This provision does not apply to an absence due to illness or injury of the member, an illness or injury of a member’s immediate family, active military service, or the birth or adoption of the member’s child for 90 days after the event. A CAC member must notify the City and ATP staff liaison of the reason for the absence not later than the date of the next regular meeting of CAC. Failure to notify the liaison before the next regular meeting will result in an unexcused absence.

(F) At each meeting, each CAC member shall sign an attendance sheet which indicates that the member does not have a conflict of interest with any item on that agenda or identifies each agenda item on which the member has a conflict of interest. Failure to sign the sheet results in the member being counted as absent and his/her votes are not counted.

(G) All members shall abide by the ATP Ethics, Conflicts, and Nondisclosure Policy, as amended.

(H) A member who seeks to resign from CAC shall submit a written resignation to the chair, the staff liaison, or the city clerk’s office. If possible, the resignation should allow for a thirty-day notice, so a replacement is secured.

(I) To the extent any member needs access to or to be provided with reimbursement for transportation or meals, or requires options for childcare necessary to participate in Committee activities, they shall contact the City staff liaison for accommodations.

ARTICLE 4. OFFICERS.

(A) The officers of CAC shall consist of a chair, a vice chair, and a secretary.

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- 2 (B) Officers shall be elected annually by a majority vote of CAC at the first regular meeting after July 1st. In the
- 3 event a current officer becomes ineligible to serve as an officer, CAC may hold an emergency election as
- 4 needed.
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- 6 (C) The term of office shall be one year, beginning July 1st and ending June 30th. An officer may continue to
- 7 serve until a successor is elected. A person may not serve as an officer in a designated position of CAC for
- 8 more than two consecutive one-year terms. A person who has served as an officer in a designated position
- 9 of CAC for two consecutive terms is not eligible for re-election to that designated office until the expiration
- 10 of two years after the last date of the person's service in that office. CAC, at its discretion, may override the
- 11 term limit provision for an officer by an affirmative vote of two-thirds of the authorized CAC members.
- 12
- 13 (D) A member may not hold more than one office at a time.
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15 **ARTICLE 5. DUTIES OF OFFICERS.**

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- 17 (A) The Chair shall preside at CAC meetings, and represent CAC at ceremonial functions.
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- 19 (B) The Chair and vice chair will appoint all committees and approve each final meeting agenda.
- 20
- 21 (C) In the absence of the chair, the Vice-Chair shall perform all duties of the chair. In the absence of the Chair
- 22 and Vice-Chair, the Secretary shall perform all duties of the chair.
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- 24 (D) The Secretary shall ensure that the integrity of the minutes are kept. (The Secretary shall monitor the timely
- 25 completion of meeting summaries of the board's meetings.
- 26

27 **ARTICLE 6. AGENDAS.**

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- 29 (A) Two or more CAC members may place an item on the agenda by oral request at a meeting of the CAC, or
- 30 written request to the officers, and board liaison, at least five days before the meeting. After first
- 31 consulting with and receiving input from the staff liaison, the officers shall approve each final meeting
- 32 agenda.
- 33
- 34 (B) CAC liaison shall submit the meeting agenda through the online agenda posting system for each meeting not
- 35 less than 72 hours before the meeting.
- 36
- 37 (C) Posting of the agenda must comply with Texas Government Code Chapter 551 (Texas Open Meetings Act).
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39 **ARTICLE 7. MEETINGS.**

- 40
- 41 (A) CAC meetings shall comply with Texas Government Code Chapter 551 (Texas Open Meetings Act).
- 42
- 43 (B) CAC meetings shall be governed by Robert's Rules of Order, or some other parliamentary procedure
- 44 adopted by the CAC.
- 45
- 46 (C) CAC may not conduct a closed meeting without the approval of the city attorney.
- 47

- 1 (D) CAC shall meet monthly or when it is legally required to meet, in order to comply with a legal deadline. In
2 November of each year, CAC shall adopt a schedule of the meetings for the upcoming year, including
3 makeup meeting dates for the holidays and cancelled meetings.
4
- 5 (E) The chair may call a special meeting, and the chair shall call a special meeting if requested by three or more
6 members. The call shall state the purpose of the meeting. CAC may not call a meeting in addition to its
7 regularly scheduled meetings as identified in its adopted meeting schedule, more often than once a
8 quarter, unless the meeting is required to comply with a statutory deadline, or a deadline established by
9 Council.
10
- 11 (F) A majority of members constitutes a quorum.
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- 13 (G) If a quorum for a meeting does not convene within one-half hour of the posted time for the meeting, then
14 the meeting may not be held.
15
- 16 (H) To be effective, CAC action must be adopted by an affirmative vote of the number of members necessary to
17 provide a quorum.
18
- 19 (I) If only a quorum is present at a meeting, a board action is adopted by an affirmative vote of two-thirds of the
20 quorum. If more than a quorum is present at a meeting, CAC action must be adopted by an affirmative vote of
21 the number of members necessary to provide a quorum.
22
- 23 (J) The chair has the same voting privilege as any other member.
24
- 25 (K) CAC shall allow citizens to address it on agenda items and during a period of time set aside for citizen
26 communications. The chair may limit a speaker to three minutes.
27
- 28 (L) The staff liaison, shall prepare the minutes from each meeting. The minutes of each CAC meeting must
29 include the vote of each member on each item before CAC and indicate whether a member is absent or
30 failed to vote on an item.
31
- 32 (M) The city clerk shall retain agendas, approved minutes, internal review reports and bylaws. The Housing and
33 Planning Department shall retain all CAC documents. The documents are public records under Texas Local
34 Government Code Chapter 552 (Texas Public Information Act).
35
- 36 (N) The chair shall adjourn a meeting not later than 10 p.m., unless CAC votes to continue the meeting.
37
- 38 (O) Each person and CAC member attending a meeting should observe decorum pursuant to Section 2-1-48 of
39 the City Code.
40
- 41 (P) A member of the public may not address CAC at a meeting on an item posted as a briefing.
42
- 43 (Q) CAC will be supported by ATP and the City staff liaisons.
44
- 45 (R) CAC may appoint delegates to attend ATP Technical Advisory Committee meetings on behalf of the CAC.
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- 47 (S) CAC meetings shall be recorded and held in locations publicly accessible or virtually, as determined by the
48 CAC.
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ARTICLE 8. SUBCOMMITTEES / WORKING GROUPS.

COMMITTEES

- (A) The Project Connect Community Advisory Committee, CAC, will have no subcommittees, unless approved in accordance with subsection (B).
- (B) A subcommittee may be established at the discretion of CAC by an affirmative vote. A subcommittee cannot meet until its creation is approved by the City Council, ATP Board, and Capital Metro Board. Each subcommittee shall consist of at least three CAC members appointed by the chair. A City staff member shall be assigned to each subcommittee by the director of the City’s Housing and Planning Department.
- (C) CAC chair shall appoint a member as the subcommittee chair, with the member’s consent.
- (D) A majority of the total number of appointed subcommittee members constitutes a quorum.
- (E) Each subcommittee shall meet on a regularly scheduled basis at least quarterly.
- (F) Each subcommittee shall make an annual report to CAC at the January CAC meeting.
- (G) Subcommittee meetings must be posted in accordance with Texas Government Code Chapter 551 (Texas Open Meetings Act).
- (H) At each subcommittee meeting, subcommittee members shall sign a no conflict-of-interest statement as it related to any item on the subcommittee meeting agenda or identify each agenda item where he/she has a conflict of interest.

WORKING GROUPS

- (A) CAC can determine the size of a working group but the number of CAC members serving on the working group cannot equal or exceed a quorum of CAC.
- (B) A working group may be established at the discretion of the chair. CAC chair shall appoint members to the working group, with the members’ consent.
- (C) A working group may designate a chair, with the member’s consent, but it is not required to do so.
- (D) Quorum requirements do not apply to working groups
- (E) Staff support may be provided for working groups
- (F) Working groups are not required to post their meetings in accordance with the Texas Government Code Chapter 551 (Texas Open Meetings Act)

ARTICLE 9. PARLIAMENTARY AUTHORITY.

The rules contained in the current edition of Robert’s Rules of Order, or some other parliamentary rules adopted by CAC, shall govern CAC in all cases to which they are applicable, except when inconsistent with these bylaws or with special rules of procedure which CAC or city council may adopt.

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ARTICLE 10. AMENDMENT OF BYLAWS.

An amendment of these bylaws may be made at any properly called meeting by CAC, with the approval by a super majority (two-thirds) of CAC members. A bylaws amendment is not effective unless approved by the City Council, ATP Board, and Capital Metro Board.

These bylaws were approved by the Project Connect Community Advisory Committee at their meeting held on December 15, 2021.

(Signature of Executive or Staff Liaison)

(Insert – Title -- Executive or Staff Liaison)

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